

# Delaware

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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MATRICS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SYMBOL TECHNOLOGIES, INC." UNDER THE NAME OF "SYMBOL TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2004, AT 6:08 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3447869

DATE: 11-01-04

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MATRICES, INC., A DELAWARE CORPORATION**

**WITH AND INTO**

**SYMBOL TECHNOLOGIES, INC., A DELAWARE CORPORATION**

***Under Section 253 of the General  
Corporation Law of the State of Delaware***

Symbol Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify:

**FIRST:** That the Corporation was incorporated on the 26<sup>th</sup> day of August, 1987 pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Matrics, Inc., a Delaware corporation ("Matrics") incorporated on the 5<sup>th</sup> day of July, 2000, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That the Corporation, by the following resolution of its Board of Directors (the "Board"), duly adopted by the unanimous written consent of its members and filed with the minutes of the Board as of the 29<sup>th</sup> day of October, 2004, determined to merge Matrics into itself with the Corporation surviving such merger:

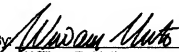
**RESOLVED**, that the Corporation merge into itself its direct wholly-owned subsidiary Matrics, a Delaware corporation ("Matrics") and assume all the liabilities and obligations of Matrics, with the Corporation surviving such merger,

**RESOLVED**, that the appropriate officers of the Corporation, acting individually, be, and each of them hereby is, authorized and directed to execute, deliver and file, or cause to be delivered and filed, with the Secretary

of State of the State of Delaware on behalf of the Corporation a certificate of ownership and merger (the "Delaware Certificate of Ownership and Merger"), setting forth a copy of the foregoing resolution to merge Matrics with and into the Corporation and to assume the liabilities and obligations of Matrics, to be dated in such form and with such amendments, modifications and supplements as the officer or officers executing the same may deem necessary or appropriate, and to perform any and all such other actions to carry out the intent of the foregoing as each such officer deems necessary or appropriate.

FOURTH: That the merger of Matrics with and into the Corporation shall be effective as of October 29, 2004.

IN WITNESS WHEREOF, the undersigned has on behalf of the Corporation  
executed this Certificate of Ownership and Merger this 29<sup>th</sup> day of October, 2004 and  
acknowledges that the facts stated herein are true.

By:   
Name: William R. Nuti  
Title: President and Chief Executive Officer